

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): Chapter 15

☐ Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name Ardent Harmony Fund Inc.

2. Debtor's unique identifier

For non-individual debtors:

☐ Federal Employer Identification Number (EIN) -

☒ Other n/a. Describe identifier

For individual debtors:

☐ Social Security number: XXX - XX -

☐ Individual Taxpayer Identification number (ITIN): 9 XX - XX -

☐ Other. Describe identifier

3. Name of foreign representative(s) Michael Pearson and Andrew Childe

4. Foreign proceeding in which appointment of the foreign representative(s) occurred Liquidation proceeding pending in the Grand Court of the Cayman Islands Financial Services Division, Cause No. FSD 54 of 2016

5. Nature of the foreign proceeding

Check one:

- ☒ Foreign main proceeding
☐ Foreign nonmain proceeding
☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

- ☐ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.
☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
☒ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.
Order dated May 10, 2016, in the Cayman Proceeding

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

- ☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
☒ Yes



Debtor Ardent Harmony Fund Inc. Case number (if known) _____
Name

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

Cayman Islands

Debtor's registered office:

2nd Floor Harbour Centre
Number Street
42 North Church Street
P.O. Box
George Town Grand Cayman
City State/Province/Region ZIP/Postal Code
Cayman Islands
Country

Individual debtor's habitual residence:

Number Street
P.O. Box
City State/Province/Region ZIP/Postal Code
Country

Address of foreign representative(s):

2nd Floor Harbour Centre
Number Street
42 North Church Street
P.O. Box
George Town Grand Cayman
City State/Province/Region ZIP/Postal Code
Cayman Islands
Country

10. Debtor's website (URL)

11. Type of debtor

Check one:

- ☒ Non-individual (check one):
- ☒ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.
 - ☐ Partnership
 - ☐ Other. Specify: _____
- ☐ Individual

Debtor Ardent Harmony Fund Inc.
Name

Case number (if known) _____

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:

- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,

X

/s/ Michael Pearson

Signature of foreign representative

Michael Pearson

Printed name

Executed on 08/05/2016
MM / DD / YYYY

X

Signature of foreign representative

Printed name

Executed on _____
MM / DD / YYYY

14. Signature of attorney

X

/s/ James C. McCarroll

Signature of Attorney for foreign representative

Date 08/05/2016

MM / DD / YYYY

James C. McCarroll

Printed name

Reed Smith LLP

Firm name

599 Lexington Avenue

Number

Street

New York

City

NY

State

10022

ZIP Code

(212) 549-0209

Contact phone

jmccarroll@reedsmith.com

Email address

JM2758

Bar number

NY

State



**WRITTEN CONSENT OF JOINT OFFICIAL LIQUIDATOR OF
ARDENT HARMONY FUND INC.**

The undersigned, Michael Pearson, having been appointed as a Joint Official Liquidator (the “JOL”) of Ardent Harmony Fund Inc., a Cayman Islands company (the “Company”) does hereby adopt, by unanimous consent, the following resolutions for and on behalf of the Company, as if they were adopted at a duly called meeting of the board of directors.

WHEREAS, on April 26, 2016, by written resolution of Berkeley Hanover, Inc., in its capacity as the sole voting shareholder of the Company (the “Special Resolution”), the Company was placed into voluntary liquidation pursuant to section 116(c) of the Companies Law (2013 Revision) (the “Companies Law”). Pursuant to the Special Resolution, the undersigned JOL and Andrew Childe (together, the “JOLs”), were appointed voluntary liquidators for the purpose of winding up the Company.

WHEREAS, on April 28, 2016, the JOLs presented a petition for the winding up of the Company in the Grand Court of the Cayman Islands (the “Cayman Court”), Financial Services Division.

WHEREAS, by an Order dated May 10, 2016, the Cayman Court in Cause No. FSD 54 of 2016 (the “Cayman Proceeding”) ordered, *inter alia*, that (i) the liquidation of the Company shall continue under the supervision of the Cayman Court, (ii) the JOLs are appointed and authorized, jointly and severally, to act on behalf of the Company, (iii) the JOLs shall have all of the powers set out in Part 1 of the Third Schedule to the Companies Law and may exercise such powers (together with the powers set out in Part 2 of the Third Schedule) without further sanction of the Cayman Court.

WHEREAS, by Order of the Cayman Court entered on July 8, 2016, the JOLs were granted leave to file (i) a petition for recognition of the Cayman Proceeding and for recognition of the undersigned JOLs as the Company’s foreign representatives under Chapter 15 (the “Chapter 15 Case”) of title 11 of the United States Code (the “Bankruptcy Code”) and, (ii) upon recognition of the Chapter 15 Case as a foreign main proceeding, a petition in this Court under Chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY

RESOLVED that each of the JOLs is authorized and empowered on behalf of the Company to execute and file a voluntary petition under Chapter 15 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York, and to execute all documents and take any and all actions in furtherance thereof, as he may deem to be necessary or appropriate;

RESOLVED that each of the JOLs is authorized and empowered on behalf of the Company to execute and file a voluntary petition under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York, and to execute all documents and take any and all actions in furtherance thereof, as he may deem to be necessary or appropriate;

RESOLVED that each of the JOLs is authorized and empowered to retain on behalf of the Company, on such terms as he may determine to be appropriate, in his discretion, the law firm of Reed Smith LLP, to represent the Company in connection with such Chapter 15 and Chapter 11 cases; and in connection therewith, each of the JOLs is authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 15 case and/or the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Reed Smith LLP;

RESOLVED that each of the JOLs is authorized and empowered to retain on behalf of the Company, on such terms as he may determine to be appropriate, in his discretion, other professionals to assist the Company in connection with the Chapter 15 and Chapter 11 cases; and it is

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by either of the JOLs, in his capacity as a JOL of the Company, in connection with seeking relief from the United States Bankruptcy Courts for the Southern District of New York and any matter related thereto, or by virtue of these resolutions, are hereby in all respects ratified, confirmed, and approved.

Dated: August 5, 2016

/s/ Michael Pearson

Michael Pearson
Joint Official Liquidator

Chapter 15 Petition

- Item No. 6 – Evidence of the Foreign Proceeding Required by Bankruptcy Code Section 1515(b)
- Item No. 7 – Statement Pursuant to Bankruptcy Code section 1515(c) Regarding One Foreign Proceeding
- Item No. 8 – Lists Pursuant to Bankruptcy Rule 1007(a)(4)
- Verification of the Joint Official Liquidator of the Chapter 15 Petition (incl. attachments)

REED SMITH LLP
James C. McCarroll
Kurt F. Gwynne (*pro hac vice* pending)
Gil Feder
Casey D. Laffey
599 Lexington Avenue
New York, NY 10022-7650
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*Counsel for the Petitioner, Michael Pearson,
in his capacity as Joint Official Liquidator and Foreign Representative*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Ardent Harmony Fund Inc.,

Debtor.

Chapter 15

Case No.: 16-_____(____)

**EVIDENCE OF THE FOREIGN PROCEEDING AND STATEMENTS AND
LISTS REQUIRED BY SECTION 1515 OF THE BANKRUPTCY CODE AND
RULE 1007(A)(4) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Michael Pearson, in his capacity as Joint Official Liquidator and foreign representative (the “JOL” or the “Petitioner”) of Ardent Harmony Fund Inc. (“Ardent”), makes the following statements required by section 1515(c) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

A. Evidence of the Foreign Proceeding as Required by Section 1515(b) of the Bankruptcy Code

1. On April 26, 2016, by written resolution of Berkeley Hanover, Inc. (“BHI”) as the sole voting shareholder of Ardent (the “Special Resolution”), Ardent was placed into voluntary liquidation pursuant to section 116(c) of The Companies Law (2013 Revision) (the “Companies Law”). Pursuant to the Special Resolution, the Petitioner and Mr. Andrew Childe (together, the “JOLs”) were appointed voluntary liquidators for the purpose of winding up Ardent.

2. On April 28, 2016, the JOLs filed a petition for the winding up of Ardent in the Grand Court of the Cayman Islands (the “Cayman Court”), Financial Services Division.

3. By an Order dated May 10, 2016, the Cayman Court in Cause No. FSD 54 of 2016 (the “Cayman Proceeding”) ordered, *inter alia*, that (i) the liquidation of Ardent shall continue under the supervision of the Cayman Court, (ii) the JOLs are appointed and authorized to act jointly and severally on behalf of Ardent, and (iii) the JOLs shall have all of the powers set out in Part 1 of the Third Schedule to the Companies Law and may exercise such powers (in addition to the powers specified in Part 2 of the Third Schedule) without further sanction of the Cayman Court (the “Supervision Order”).

4. A true and correct, Cayman Court stamped copy of the Supervision Order is attached as Exhibit A.

5. In addition, the Cayman Court specifically authorized Ardent to file a Chapter 15 petition in this Court. *See* Cayman Court Order dated July 8, 2016 (the “July 8 Order”) at ¶ 1(a).

6. A true and correct, Cayman Court stamped copy of the July 8 Order is attached as Exhibit B.

7. The Petitioner asserts that the attached Supervision Order and July 8 Order satisfy the requirements of one or more of subsections of 1515(b)(1) (“a certified copy of the decision

commencing such foreign proceeding and appointing the foreign representative”), (b)(2) (“a certificate from the foreign court affirming the existence of such foreign proceeding and of the appointment of the foreign representative”), and (b)(3) (“any other evidence acceptable to the court of the existence of such foreign proceeding and of the appointment of the foreign representative”).

8. The Supervision Order and the July 8 Order are in English and, therefore, do not need to be translated into English pursuant to section 1515(d) of the Bankruptcy Code.

B. Statement Regarding One Foreign Proceeding Pursuant to Section 1515(c) of the Bankruptcy Code

9. The Cayman Proceeding is described in greater detail in the (a) the *Declaration of Michael Pearson in Support of (i) Verified Petition for Recognition of Foreign Proceeding and (ii) Motion in Support of Verified Petition for Recognition of Foreign Proceeding and for Related Relief*, and (b) the *Declaration of Rachael Reynolds in Support of (i) Verified Petition for Recognition of Foreign Proceeding and (ii) Motion in Support of Verified Petition for Recognition of Foreign Proceeding and for Related Relief*.

10. The Cayman Proceeding is the only “foreign proceeding” regarding Ardent.

C. List of All Authorized Administrators of Ardent’s Proceeding

11. Pursuant to Bankruptcy Rule 1007(a)(4)(B), the Petitioner states that he and Mr. Andrew Childe are the only persons or body authorized to administer foreign proceedings of Ardent. The Petitioner’s name and address is as follows:

Mr. Michael Pearson, Joint Official Liquidator
c/o Fund Solution Services Limited
2nd Floor Harbour Center
42 North Church Street,
George Town, Grand Cayman
Cayman Islands
Email: michael.pearson@fundsolutionservices.com

D. Litigation Pending in the United States

12. Pursuant to Bankruptcy Rule 1007(a)(4)(B), the Petitioner states that Ardent is involved in litigation in the United States with the following parties: Bruin Funding LLC (“Bruin”), a special purpose vehicle created by RMP Capital Corp. Inc. (“RMP Capital”). Specifically, on April 29, 2016, Ardent, by and through its JOLs, commenced an action against RMP Capital and Bruin by filing a summons and complaint in the Supreme Court of the State of New York, Nassau County, captioned *Ardent Harmony Fund Inc. v. RMP Capital Corp., Inc., et al.*; Index No. 603046/2016 (the “State Court Litigation”). In the State Court Litigation, Ardent seeks an equitable accounting, imposition of a constructive trust and appointment of a temporary receiver and asserts claims against RMP Capital and Bruin for fraud, breach of contract, conversion, breach of fiduciary duty, and injunctive relief.

13. The last known addresses of Bruin and RMP Capital are as follows:

RMP Capital Corp., Inc.
126 Main St.
Unit 265
Cold Spring Harbor, NY 11724

Bruin Funding LLC
126 Main St.
Unit 265
Cold Spring Harbor, NY 11724

E. Entities Against Whom Provisional Relief Is Sought

14. Pursuant to Bankruptcy Rule 1007(a)(4)(B), at this time, the Petitioner states that he is not seeking provisional relief under section 1519 of the Bankruptcy Code against any entity. The Petitioner, however, reserves the right to seek any such provisional relief.

Dated: August 5, 2016
New York, New York

Respectfully submitted:

REED SMITH LLP

By: /s/ James C. McCarroll
James C. McCarroll
Kurt F. Gwynne (*pro hac vice* pending)
Gil Feder
Casey D. Laffey
599 Lexington Avenue
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*Counsel for the Petitioner, Michael Pearson,
in his capacity as Joint Official Liquidator and
Foreign Representative*

EXHIBIT A

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 54 OF 2016 (RMJ)

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)

AND IN THE MATTER OF ARDENT HARMONY FUND INC (IN VOLUNTARY LIQUIDATION)

ORDER



UPON READING the Petition dated 28 April 2016

AND UPON READING the First Affidavit of Andrew Childe sworn on 28 April 2016, the First Affidavit of Michael Pearson sworn on 29 April 2016 and the letter from Ogier dated 28 April 2016

IT IS HEREBY ORDERED that:

1. Pursuant to section 124 of the Companies Law (2013 Revision), the liquidation of Ardent Harmony Fund Inc (in Voluntary Liquidation)(the "**Company**") shall continue under the supervision of this Court.
2. Andrew Childe and Michael Pearson of Fund Solution Services Limited are appointed as Joint Official Liquidators of the Company and have the power to act jointly and severally.
3. The Joint Official Liquidators are not required to give security for their appointment.
4. In addition to all of their other powers, the Joint Official Liquidators have all the powers set out in Part 1 of the Third Schedule to the Companies Law (2013 Revision) (the "**Law**"), and may exercise such powers without the further sanction of the Court.
5. The Joint Official Liquidators are entitled to receive remuneration for their services by reference to time properly given by them and their staff in attending to matters arising in the winding up, and that the hourly rates and the amount of such remuneration be determined in

accordance with the Law, the Companies Winding Up Rules 2008 and the Insolvency Practitioners Regulations 2008.

6. The Joint Official Liquidators shall report to this Court within six months of the date of their appointment as Joint Official Liquidators, or such other period as the Court may order, and thereafter at such intervals as the Joint Official Liquidators may think fit or as the Court shall direct.
7. The costs of presenting this Petition shall be paid forthwith out of the assets of the Company as an expense of the liquidation.

DATED this 10th day of May 2016

FILED this 10 day of May 2016


The Honourable Mr Justice Robin McMillan
Judge of the Grand Court



EXHIBIT B

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 54 OF 2016 (RMJ)

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)
AND IN THE MATTER OF ARDENT HARMONY FUND INC (IN OFFICIAL LIQUIDATION)

IN CHAMBERS
BEFORE THE HON. MR JUSTICE MCMILLAN

ORDER

UPON the hearing of the Summons dated 1 July 2016

AND UPON hearing Counsel for the Joint Official Liquidators (the “JOLs”) of Ardent Harmony Fund Inc (in Official Liquidation)(the “**Company**”)

AND UPON reading the Third Affidavit of Michael Pearson dated 7 July 2016 and the First Affidavit of Kurt Frederick Gwynne sworn on 7 July 2016, and the exhibits thereto

IT IS ORDERED that:-

1. The JOLs be permitted and do have leave to:
 - a. make an application for recognition of the Official Liquidation of the Company and of their appointment as JOLs thereto, under Chapter 15 of the US Bankruptcy Code (the “**Code**”) in the United States Bankruptcy Court for the Southern District of New York; and consequent on that recognition,



- b. file a petition to commence voluntary liquidation proceedings of the Company under Chapter 11 of the Code in the United States Bankruptcy Court for the Southern District of New York.

2. The JOLs' costs of and incidental to this application be costs in the liquidation.

Dated this 8 day of July 2016
Filed this 8 day of July 2016

Robt. McMillan

The Honourable Mr Justice McMillan
JUDGE OF THE GRAND COURT



Chapter 15 Petition

Item No. 11 – Corporate Ownership Statement

REED SMITH LLP
James C. McCarroll
Kurt F. Gwynne (*pro hac vice* pending)
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New York, NY 10022-7650
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*Counsel for the Petitioner, Michael Pearson,
in his capacity as Joint Official Liquidator and Foreign Representative*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Ardent Harmony Fund Inc.,

Debtor.

Chapter 15

Case No.: 16-_____(____)

**CORPORATE OWNERSHIP STATEMENT AS REQUIRED
BY FEDERAL RULES OF BANKRUPTCY PROCEDURE
1007(A)(4) AND 7007.1 AND LOCAL BANKRUPTCY RULE 1007-3**

The following entity/entities owns/own, directly or indirectly, 10% or more of any class
of the equity interests in Ardent Harmony Fund Inc. (“Ardent”):

ENTITY NAME	PERCENTAGE OWNERSHIP
Berkeley Hanover, Inc.	100% of voting equity interests

The Confidential Relationships Preservation Law (2015 Revision) (the “CRPL”) of the Cayman Islands mandates that parties, such as Ardent Harmony Fund Inc., keep the identities, addresses and particular holdings of their investors confidential. Violations of the CRPL can result in criminal penalties for offenders. *See Declaration of Rachael Reynolds in Support of (i) Verified Petition for Recognition of Foreign Proceeding and (ii) Motion in Support of Verified Petition for Recognition of Foreign Proceeding and Foreign Representatives and for Related Relief* at ¶ 46. Accordingly, Ardent cannot disclose information provided for in Federal Rules of Bankruptcy Procedure 1007(a)(4) and 7007.1 and Local Bankruptcy Rule 1007-3 relating to the holdings of Ardent’s non-voting equity interests.

Dated: August 5, 2016
New York, New York

Respectfully submitted:

REED SMITH LLP

By: /s/ James C. McCarroll
James C. McCarroll
Kurt F. Gwynne (*pro hac vice* pending)
Gil Feder
Casey D. Laffey
599 Lexington Avenue
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*Counsel for the Petitioner, Michael Pearson,
in his capacity as Joint Official Liquidator and
Foreign Representative*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Ardent Harmony Fund Inc.,

Debtor.

Chapter 15

Case No.: 16-_____(____)

VERIFICATION OF CHAPTER 15 PETITION BY MICHAEL PEARSON

I, Michael Pearson, verify as follows:

1. I am a court-appointed Joint Official Liquidator (“JOL”) of Ardent Harmony Fund Inc. (“Ardent”).

2. In my capacity as JOL, I filed a voluntary *Chapter 15 Petition for Recognition of Foreign Proceeding*, including the following attachments thereto (together, the “Chapter 15 Petition”):

- *Corporate Ownership Statement as Required by Federal Rules of Bankruptcy Procedure 1007(a)(4) and 7007.1 and Local Bankruptcy Rule 1007-3; and*
- *Evidence of the Foreign Proceeding and Statements and Lists Required by Section 1515 of the Bankruptcy Code and Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure.*

3. The factual statements set forth in the Chapter 15 Petition are true and correct.

I verify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on: August 5, 2016

By: /s/ Michael Pearson
Michael Pearson, as Joint Official
Liquidator of Ardent Harmony Fund Inc.